

B. Michael Mauldin Certifield by the Louisiana Board of Legal Specialization in Tax and in Estate Planning and Adoministration Not admitted in Alabama Direct Dial 225-248-2034 Direct Fax 225-248-3034 mmauldin@joneswalker.com

May 7, 2010

Larry Rabalais Skills USA Louisiana, Inc. P.O. Box 918 Innis, LA 70747

Re: SkillsUSA Louisiana, Inc.

Dear Larry:

I am pleased to enclose a transcript binder containing copies of the Restated Articles of Incorporation and Bylaws for SkillsUSA Louisiana. By copy of this letter, I am also forwarding a binder to Charlie Positerry for his files.

We appreciate your allowing us to be of assistance to you and SkillsUSA Louisiana, Inc. in this matter. Thank you.

Yours truly, B. Michael Mauldin

BMM/jj Enclosure

{B0660190.1}

cc: Charles R. Positerry

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

8555 United Plaza Boulevard» Baton Rouge, Louisiana 70809-7000 × 225-248-2000 × Fax 225-248-2010 × E-mail info@joneswalker.com × www.joneswalker.com Baton Rouge Houston Lafayette Miami New Orleans The Woodlands Washington, D.C.



Larry J. Rabalais, Executive Director SkillsUSA Louisiana, Inc PO Box 949, Junction Hwy. 417 & 419 Innis, LA 70747

Email: Skillsusala@yahoo.com Phone: 225-492.2249 Fax: 225-492.2226 Cell: 225.603.5664 http:/Laskillsusa.org

May 13, 2010

Tim Lawrence, Executive Director SkillsUSA 14001 SkillsUSA Way Leesburg, VA 20176-5494

Re: SkillsUSA Louisiana, Inc.

Dear Tim:

I am pleased to enclose copies of the Restated Articles of Incorporation and Bylaws for SkillsUSA Louisiana, Inc.

We appreciated your assistance and Jones Walker, legal council for SkillsUSA Louisiana, Inc. to develop and work in this matter. Thank you.

Yours truly, Carry Robolais

Larry Rabalais

LR/lr Enclosure



SKILLSUSA LOUISIANA, INC.

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Tom Schedle Secretary of St		State of Louisiana Secretary of State	COMMERCIAL DIVISION 225.925.4704 Fax Numbers 225.932.5317 (Admin. Services) 225.932.5314 (Corporations) 225.932.5318 (UCC)
Name		Туре	City Status
SKILLSUSA LOUISIANA, I	NC.	Non-Profit Corporation	INNIS Active
Previous Names SKILLS USA LOUISIAN LOUISIANA SKILLS US LOUISIANA VOCATION	A - VICA, INC. (0		naed: 9/9/1999)
Business:	SKILLSUSA LO		· · · · · · · · · · · · · · · · · · ·
Charter Number:	34211197N	0102	
Registration Date:	6/12/1986		
State Of Origin:			
Domicile Address			
JUNCTION OF	HWYS. 417 & 4	19	
INNIS, LA 707	47		
Mailing Address			
P. O. BOX 949			
INNIS, LA 707	4/		
Status			
Status:	Active		
Annual Report Status: File Date:	In Good Stan 6/12/1986	laing	
Last Report Filed:	5/23/2014		
Туре:	Non-Profit Corp	poration	
••		•	

Registered Agent(s)

Agent:	LARRY RABALAIS
Address 1:	JUNCTION OF HWYS 417 AND 419
City, State, Zip:	INNIS, LA 70747
Appointment Date:	5/25/2006

Officer(s)

Officer: DALE NASH Title: Director Additional Officers: No

Address 1: City, State, Zip:	71 MAIN ST. FRANKLIN, LA 70538
Officer:	CHARLIE POSITERRY
Title:	Director
Address 1:	3051 PATRIOT DRIVE
City, State, Zip:	HOUMA, LA 70363

Amendments on File (4)

Description	Date
Name Change	9/9/1999
Name Change	2/6/2004
Name Change	4/26/2010
Restated Articles	4/26/2010

Print

State of Louisiana Secretary of State



COMMERCIAL DIVISION (225) 925-4704

<u>Fax Numbers</u> (225) 932-5317 (Admin. Services) (225) 932-5314 (Corporations) (225) 922-0452 (UCC)

Name		Туре	City	Status
SKILLSUSA LOUISIANA, IN	С.	Non-Profit Corporation	INNIS	Active
Previous Names				
SKILLS USA LOUISIANA	, INC. (Changed: 4/26/201	0)		
LOUISIANA SKILLS USA	- VICA, INC. (Changed: 2/	(6/2004)		
LOUISIANA VOCATION	AL INDUSTRIAL CLUBS OF	AMERICA, INC. (Changed: 9/9/1999)		
Business:	SKILLSUSA LOUISIAN	A, INC.		
Charter Number:	34211197 N			
Registration Date:	6/12/1986			
State Of Origin:				
Domicile Address				
JUNCTION O	F HWYS. 417 & 419			
INNIS, LA 70	747			
Mailing Address				
P. O. BOX 94	9			
INNIS, LA 70	747			
Status				
Status:	Active			
Annual Report Status:	In Good Standing			

Туре:

File Date:

Last Report Filed:

Registered Agent(s)

6/12/1986

5/6/2009

Non-Profit Corporation

Agent:	LARRY RABALAIS	
Address 1:	JUNCTION OF HWYS 417 AND 419	
City, State, Zip:	INNIS, LA 70747	
Appointment Date:	5/25/2006	

Officer(s)

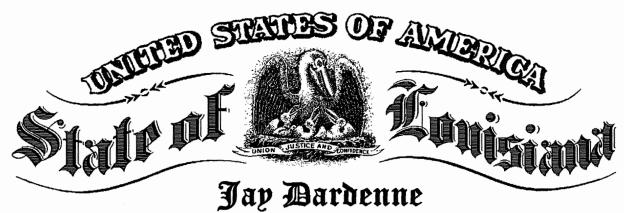
· · ·	
Officer:	DALE NASH
Title:	Director
Address 1:	71 MAIN ST.
City, State, Zip:	FERANKLIN, LA 70538
Officer:	WAYNE FRUGE
Title:	Director
Address 1:	PORT BARRE HIGH SCHOOL
City, State, Zip:	PORT BARRE, LA, LA

Additional Officers: No

Amendments on File (4)

Description	Date
Name Change	9/9/1999
Name Change	2/6/2004
Name Change	4/26/2010
Restated Articles	4/26/2010

Print



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

SKILLS USA LOUISIANA, INC.

Domiciled at INNIS, LOUISIANA, changing the corporate name to

SKILLSUSA LOUISIANA, INC.

Was filed and recorded in this Office on April 26, 2010.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 27, 2010

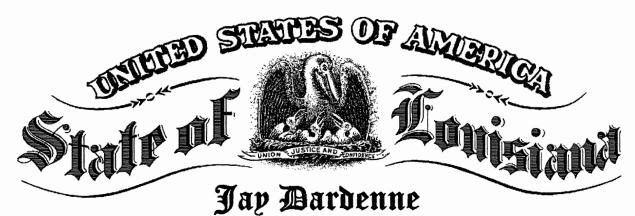
Secretary of State

LC 34211197N



Certificate ID: 10063522#J6D52

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SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the attached document(s) of

SKILLSUSA LOUISIANA, INC.

are true and correct and are filed in the Louisiana Secretary of State's Office. 40191143 NMCHG 04/26/2010 6 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 27, 2010

Secretary of State

LC 34211197N



Certificate ID: 10063523#S9E52 To validate this certificate, visit the following web site, go to Commercial Division, Certificate Validation, then follow the instructions displayed. www.sos.louisiana.gov

Page 1 of 1 on 4/27/2010 10:47:16 AM

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF SKILLS USA LOUISIANA, INC.

(A LOUISIANA NONPROFIT CORPORATION)

By unanimous vote of the professional members entitled to vote of SkillsUSA Louisiana, Inc., a Louisiana corporation (f/k/a Skills USA Louisiana, Inc.), at a properly noticed annual meeting of the members held on April 19, 2010, at which meeting a quorum of the members was present, the following Amended and Restated Articles of Incorporation of the corporation ("<u>Articles</u>") were adopted in the manner provided by the Nonprofit Corporation Law of the State of Louisiana, La. R.S. 12:201, et seq. The amendment and restatement of the Articles set forth below accurately copies the corporation's articles of incorporation and all amendments thereto in effect as of the date of this restatement, without substantive change except as made by the new amendments contained in this restatement. This corporation was originally incorporated on June 12, 1986 and the effective date of this restatement is set forth hereinbelow.

ARTICLE I NAME

The name of the nonprofit corporation is "SkillsUSA Louisiana, Inc."

ARTICLE II PURPOSES

This corporation is organized exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as hereafter amended ("<u>Code</u>"), particularly for purposes of receiving and administering funds and property for educational purposes in such manner as will best promote the mission of the corporation as set forth in the corporation's bylaws; provided that, in carrying out foregoing purposes and to the extent permitted by Code Section 501(c)(3), the corporation is authorized to engage in any lawful activity incidental to such purposes for which corporations may be formed under the Louisiana Nonprofit Corporation Law. Notwithstanding any other provisions contained in these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation the contributions to which are deductible under Code Section 170.

ARTICLE III STRUCTURE

This corporation is a nonprofit corporation organized on a non-stock basis.

ARTICLE IV REGISTERED OFFICE

The location and municipal address of the registered office of this corporation is the Junction of Highways 417 and 419, Innis, Louisiana 70747.

ARTICLE V REGISTERED AGENT

The name and address of the registered agent of this corporation is:

Larry Rabalais Junction of Highways 417 and 419 P. O. Box 949 Innis, Louisiana 70747

ARTICLE VI LIMITATIONS ON ACTIVITIES

The corporation is not organized for profit. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, employee or individual. However, the corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The corporation shall not engage in any activity inconsistent with its status as a corporation that is exempt from federal income taxation under Code Section 501(c)(3) or as a corporation the contributions to which are deductible under Code Section 170. These Articles shall be construed accordingly, and all powers and activities of the corporation hereunder shall be limited accordingly.

ARTICLE VII BOARD OF DIRECTORS

All of the corporate powers of this corporation shall be vested in a Board of Directors (sometimes, "<u>Board</u>") consisting of fifteen (15) individuals. The qualifications, manner of election or of selection and appointment of the members of the Board are set forth in the corporation's bylaws.

The directors shall have and are vested with all powers to manage and conduct the business and affairs of the corporation, including without limitation the power to borrow money, issue evidence of indebtedness, purchase immovable property, lease immovable property, sell,

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exchange, transfer, donate, mortgage and encumber or otherwise alienate any of the corporation's assets, and the power to make, alter and repeal the bylaws of the corporation.

ARTICLE VIII MEMBERS

The corporation is organized on a non-stock basis. Membership in the corporation is nontransferable. The corporation shall have three classes of membership which include professional members, associate members and honorary members, the qualifications, voting rights, other rights, obligations, duties and privileges for each class of membership being set forth in the corporation's bylaws.

ARTICLE IX OFFICERS; EXECUTIVE DIRECTOR

The officers of this corporation shall be elected by and shall be subject to the control and supervision of the Board of Directors. The officers shall include a Chair of the Board, President, Vice President and Secretary and such other officers as the Board shall from time to time designate. The offices of Chair of the Board and President may be combined. The term, manner of election and the powers and duties of the officers shall be as set forth in the corporation's bylaws.

The Executive Director shall be the chief of staff of the corporation. The Executive Director shall be appointed by and shall be subject to the control and supervision of the Board of Directors. In addition to the powers and duties of the Executive Director that are set forth in the corporation's bylaws, the Executive Director shall perform the duties normally associated with the office of treasurer of a nonprofit corporation.

ARTICLE X REQUIRED ACTIONS

If this corporation should ever be classified as a private foundation described in Code Section 509(a), from and after the effective date of that classification:

(a) So much of the corporation's income for each taxable year thereafter must be distributed at such time and in such manner as not to subject the corporation to tax under Code Section 4942; and

(b) The corporation shall thereafter be prohibited from engaging in any act of selfdealing (as defined in Code Section 4941(d)), from retaining any excess business holdings (as defined in Code Section 4943(c)), from making any investments in such manner as to subject the corporation to tax under Code Section 4944, and from making any taxable expenditures (as defined in Code Section 4945(d)).

ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation (if any), shall distribute all of its remaining assets to such charitable organization or organizations as are then exempt from United States income tax under Code Section 501(c)(3) in such amounts, and for such charitable purposes, as the Board shall then select and determine. The term "charitable purposes" shall be limited to and shall include only educational purposes within the meaning of that term as used in References herein to "charitable organizations" shall mean Code Section 501(c)(3). corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States organized and operated exclusively for charitable purposes, no part of the earnings of which inures to or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which do not participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office, and which are exempt from United States income tax under Code Section 501(c)(3).

ARTICLE XII DURATION

The duration of this corporation shall be perpetual.

ARTICLE XIII BINDING EFFECT

Each provision of these Articles shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid or ineffective for any reason, this determination shall not invalidate the remaining provisions, each of which will continue in full force and effect.

ARTICLE XIV AMENDMENT

The Board of Directors, at the annual or at a special meeting of the Board, may propose amendments to these Articles on not less than thirty (30) days' notice to the professional members of the corporation who are entitled to vote. The proposed amendment(s) may be adopted only upon the affirmative vote of two-thirds (2/3) of such professional members; provided, however, that no amendment shall be adopted which may affect the income tax exemption of the corporation as an organization described in Code Section 501(c)(3); and provided, further, that no amendment shall be adopted to these Articles unless such amendment is in compliance with the governing rules and regulations of SkillsUSA, Inc. and has been transmitted to the Secretary of SkillsUSA, Inc. for review and approval prior to its adoption.

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ARTICLE XV LIMITATION OF LIABILITY

No director, officer or the Executive Director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty in such capacity for any act or omission occurring after the effective date of these Articles, except for liability (i) for any breach of the director's, officer's or Executive Director's duty of loyalty to the corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; or (iii) for any transaction from which the director, officer or Executive Director derives an improper personal benefit.

THUS DONE AND SIGNED, this $23^{\prime\prime\prime}$ day of April, 2010, by the undersigned duly authorized officer of the corporation at Houma, Louisiana, to be effective as of the date of filing with the Louisiana Secretary of State.

Charles R. Positerry, President

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF TERREBONNE

BEFORE ME, the undersigned authority, personally came and appeared:

CHARLES R. POSITERRY

to me known as the President of SkillsUSA Louisiana, Inc., a Louisiana nonprofit corporation, and the person who executed the foregoing instrument in such capacity and who, being by me first duly sworn, acknowledged in my presence and in the presence of the undersigned witnesses that he was authorized to and did execute the foregoing instrument in such capacity for the corporation and as his free act and deed.

IN WITNESS WHEREOF, the appearer, witnesses and I have executed this Acknowledgment in each other's presence this 23^{cm} day of April, 2010 at Houma, Louisiana.

WITNESSES:

Charles R. Positerry, President

NOTARY PUBL

Print: 70 Notary / Bar Roll No.: 🗲 My commission is for life.



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Paula Ann Pontiff

{B0631543.2}

Jay Dardenne SECRETARY OF STATE

STRATTES

OF ANNUR?

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

SKILLS USA LOUISIANA, INC.

Domiciled at INNIS, LOUISIANA, changing the corporate name to

SKILLSUSA LOUISIANA, INC.

Was filed and recorded in this Office on April 26, 2010.



In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 27, 2010

Secretary of State

LC 34211197N



Certificate ID: 10063522#J6D52

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed. www.sos.louisiana.gov

BYLAWS OF

SKILLSUSA LOUISIANA, INC.

(A LOUISIANA NONPROFIT CORPORATION)

SkillsUSA Louisiana, Inc., a Louisiana nonprofit corporation, by its Board of Directors, does hereby adopt the following Bylaws ("Bylaws") to be effective as of April 26, 2010:

ARTICLE I GENERAL

Section 1. <u>Name</u>. This organization is a nonprofit corporation organized under the laws of the State of Louisiana and shall be known as "SkillsUSA Louisiana, Inc."

Section 2. <u>Principal Office</u>. The principal and registered office of the corporation shall be located at the Junction of Highways 417 and 419, Innis, Louisiana 70747. The corporation may change the principal and/or registered office or have such additional offices as the Board of Directors (sometimes, "<u>Board</u>"), may, from time to time, determine to be in the best interest of the corporation.

Section 3. <u>Mission</u>. Without regard to sex, race, creed or national origin, the mission of the corporation ("<u>Mission</u>") shall be to develop leadership abilities and interest in career and technology education or other educational activities. The corporation shall be operated exclusively for the educational purposes of students, teachers and staff, by developing leadership abilities, employability skills, and technical skills and interest in the career and technical education of students enrolled in public or other school systems with career and technical objectives, by providing guidance and assistance to students, teachers and staff dedicated to the development of abilities and interest through participation in career and technical education activities. The corporation recognizes and supports the educational programs and philosophies of SkillsUSA, Inc. as being an integral part of the corporation's Mission.

Section 4. Limitation of Authority. The corporation and its activities shall be nonpartisan, nonsectional and nonsectarian. It shall observe all local, state and federal laws which apply to nonprofit organizations as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or any subsequent provisions. No part of the corporation's net revenues or earnings shall inure to the benefit of any member or other person. The corporation is not organized for profit and shall not engage in any activity ordinarily carried on for profit. Further, the corporation shall observe and comply with all requirements necessary to achieve and maintain, for the duration of the corporation, a federal tax exemption pursuant to the group ruling issued by the Internal Revenue Service in its determination letter issued on June 29, 1966 to the Vocational Industrial Clubs of America, Inc. (n/k/a SkillsUSA, Inc.) ("Group <u>Ruling</u>"), which recognizes state associations affiliated with SkillsUSA, Inc., whose names appear on an annual list submitted to the Internal Revenue Service, are exempt from federal income taxation under Code Section 501(c)(3).

ARTICLE II MEMBERSHIP

Section 1. <u>Non-Stock Organization</u>. The corporation is not organized on a stock basis.

Section 2. <u>Members</u>. Membership in the corporation shall be available without regard to race, color, creed, sex or national origin. The corporation shall have three classes of membership which shall include the following:

A. <u>Professional Membership</u>. Professional members shall include the corporation's chapter advisors within the State of Louisiana, secondary division, who are members in good standing of SkillsUSA, Inc. Professional members in good standing with SkillsUSA, Inc. and with this corporation shall be entitled to hold office, to vote for the election of directors and to vote on any other matter coming before the members for a vote.

B. <u>Associate Membership</u>. Associate members shall include community business leaders, lay persons and other interested individuals residing within the State of Louisiana who wish to contribute to the improvement and development of the technological and career development educational programs sponsored and supported by the corporation. Associate members shall not be entitled to vote in their capacities as members of the corporation; provided, however, that if elected or appointed to the Board of Directors, an associate member may vote in such capacity.

C. <u>Honorary Membership</u>. Honorary members shall include those individuals or entities designated by the Board of Directors in recognition of their interest in or service to the corporation. Honorary membership shall be effective for such duration as the Board shall determine. Honorary members shall not be entitled to vote in their capacities as members of the corporation; provided, however, that if elected or appointed to the Board of Directors, an associate member may vote in such capacity.

D. <u>Additional Membership Classes</u>. To the extent that future bylaws provide for additional membership classes, membership in the corporation shall be available without regard to race, color, creed, sex or national origin and the qualifications, rights, obligations and duties of the members of such additional membership classes shall be set forth herein.

Section 3. Member Meetings.

A. <u>Place</u>. All member meetings shall be held at the principal office of the corporation or at such other place, either within or without the State of Louisiana, as from time to time may be determined by the Board of Directors and specified in the notice of such meeting.

B. <u>Annual Meeting</u>. The annual meeting of the members shall be held in each year in the month of January and immediately prior to the annual meeting of the Board of Directors. All members of the corporation are eligible to attend the annual meeting; provided, however, that only professional members in good standing with SkillsUSA, Inc. and with this corporation shall be entitled to vote at the meeting for the election of directors or on any other matter as may come before the members for a vote. At such meeting, the members entitled to vote shall elect the directors of the corporation and shall transact such other business as may come before the meeting. In electing directors, each voting member shall be entitled to cast one (1) vote for each director position and voting shall be on a noncumulative basis.

C. <u>Special Meetings</u>. Special meetings of the professional members entitled to vote may be called at any time by the Executive Director or Chair/President (defined in Article V) or by a majority of the Board of Directors. Business transacted at all special meetings shall be confined to the objects stated in the notice, unless items of new business are consented to in writing by a majority of the voting members attending the meeting, provided a quorum is present.

D. <u>Quorum and Voting</u>. A quorum for any meeting of the professional members at which a vote will be taken shall consist of a majority of the total number of members entitled to vote. Unless otherwise provided in these Bylaws, the act of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act of the voting members.

E. <u>Notice</u>. Except as may otherwise be provided in the Articles with respect to notice of a meeting to amend the Articles, notice of the annual of the members shall be given to each member at least ten (10) days but not more than sixty (60) days before the day on which the meeting is to be held. Notice of special meetings shall be required to be given only to members entitled to vote and shall be given to each such member at least ten (10) days but not more than thirty (30) days before the day on which the meeting is to be held. Every notice shall state the time and place of the meeting.

F. <u>Written Consent</u>. Any action required or permitted to be taken at a meeting of the professional members entitled to vote may be taken without a meeting if a majority of the voting members consent in writing (i) to waive the requirement of their notice of the meeting and (ii) to the proposed action.

ARTICLE III SELECTION OF BOARD

Section 1. <u>Function</u>. The complete direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in the Board of Directors. In addition thereto, the duties of the Board shall include, but shall not be limited to, establishing policies for the corporation and electing officers. In carrying out its functions, the Board shall be vested with all the powers vested in nonprofit, charitable and philanthropic corporations by the laws of the State of Louisiana, and particularly the provisions of La. R.S. 12:207.

Section 2. <u>Number</u>. The Board of Directors shall consist of twelve (12) individuals who shall include the following: the Executive Director of the corporation, the corporation's State Executive Council President, three (3) professional members from the corporation's secondary division who shall be nominated by the Board of Directors from the districts established by the corporation, five (5) members representing Louisiana business and industry who shall be nominated by the Board of Directors, one (1) member-at-large residing within the State of Louisiana who shall be nominated by the Board of Directors, and two (2) ex-officio members who shall include the President of the corporation's Advisors Association, one (1) member from the Louisiana Community and Technical College System who shall be selected and appointed by that system, one (1) member from the Louisiana Department of Education who shall be selected and appointed by that department, and one (1) member from the Louisiana Association of Career and Technical Education who shall be selected and appointed by that association.

Section 3. <u>Manner of Election or Appointment</u>. The directors elected to the Board at the annual meeting of the members shall include the three (3) professional members from the corporation's secondary division, the five (5) members representing Louisiana business and industry, and the one (1) member-at-large residing within the State of Louisiana. These elected directors shall be elected by majority vote. The directors appointed to the Board by the Louisiana Community and Technical College System, the Louisiana Department of Education, and the Louisiana Association of Career and Technical Education shall be subject to approval and confirmation by the Board at its annual meeting.

Section 4. <u>Terms</u>. Each director elected to the Board shall serve a term of two (2) years and may be reelected to serve successive terms. In the interest of continuity, the terms of the directors on the Board shall be staggered such that not more than one-third (1/3) of the directors' terms shall expire at the same time. The Board shall establish the staggered terms by resolution.

Section 5. <u>Vacancies</u>. Vacancies among the directors may be filled by the corporation's Executive Director, and the person selected to fill the vacancy shall serve for the unexpired term of the vacant directorship.

Section 6. <u>Removal</u>. By a majority vote of the Board, any director may be removed as a director at any time for breach of fiduciary duty or other cause, including without limitation absence from three (3) consecutive meetings of the Board of Directors. Any director absent from three (3) consecutive meetings of the Board shall be notified thereof in writing, such notice advising the director of his or her right to provide the Board with valid reasons for his or her absences at the next scheduled meeting of the Board. The director's failure to appear and respond at such meeting shall result in immediate removal of the director from the Board. By the same vote as the vote by which he or she was removed, the Board may reinstate any removed director.

Section 7. <u>Resignation</u>. Any director may resign at any time by giving written notice to the Executive Director of the corporation. The resignation of any director shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. <u>Outside Assistance</u>. The Board of Directors is authorized to engage, reasonably compensate and pay the reasonable expenses of such persons, including without limitation accountants, attorneys, agents and employees as, in the opinion of the directors, are required and necessary for the administration of the corporation's activities from time to time and to support the Mission of the corporation.

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ARTICLE IV MEETINGS OF THE BOARD

Section 1. <u>Voting</u>. Each director shall have one (1) vote on any matter coming before the Board for a vote.

Section 2. <u>Quorum</u>. A quorum for a meeting of the Board shall consist of a majority of the total number of directors. Except as otherwise provided in these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall constitute the act of the Board.

Section 3. <u>Proxies</u>. Any director absent from a meeting of the Board of Directors or a committee thereof may be represented by proxy issued to any other director who shall cast the vote of the absent director according to the written instructions, general or special, of the absent director. No proxy shall be valid after eleven (11) months from the date of its execution. Each proxy shall be revocable, unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 4. <u>Written Consent</u>. No action of the Board of Directors shall be valid, unless taken at a meeting at which a quorum is present, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing (setting forth the action so taken) is signed by the number of directors as would be required to affirmatively approve the action at a meeting of the Board at which a quorum is present.

Section 5. <u>Annual Meeting</u>. The annual meeting of the Board shall be held in each year in the month of January and immediately after the annual meeting of the members. Notice of the annual meeting of the Board shall be given to each director at least ten (10) days before the day on which the annual meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 6. <u>Regular Business Meetings</u>. Regular business meetings of the Board shall be held annually during the months of January and July at such places and at such times as shall be designated by the corporation's Executive Director by notice to the directors.

Section 7. <u>Special Meetings</u>. Special meetings of the Board shall be held whenever called by the Chair/President, by the Executive Director or by a majority of the directors. Notice of each special meeting of the Board shall be given to each director at least ten (10) days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

Section 8. <u>Place of Meeting</u>. Except as otherwise provided, the Board may hold its meetings at such places within or without the State of Louisiana as shall be designated by the corporation's Executive Director and specified by notice to the directors.

Section 9. <u>Telephonic Meetings</u>. Meetings of the Board may be held by means of telephone conference calls, video conferencing or similar communication, provided all persons participating in the meeting can hear and communicate with each other. Participation in a Board

meeting by such means of communication constitutes presence in person at the meeting, except as to a person who participates in the meeting for the express purpose of objecting to the transacting of any business on the grounds that the meeting is not lawfully called or convened.

Section 10. <u>Notice</u>. If required to be given, notice of the time and place of any meeting of the Board of Directors shall be by written notice delivered personally or sent by mail, electronic mail or facsimile to each director at his or her address as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director, postage prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed to be given when the transmission thereof has been executed by the sender. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting specifically for the express purpose of objecting to the transaction of any business at the meeting.

ARTICLE V OFFICERS; EXECUTIVE DIRECTOR

Section 1. <u>Officers</u>. The officers of the corporation shall include a Chair of the Board, President, Vice President, Secretary and such other officers assistants as the Board of Directors shall, from time to time, designate. The offices of Chair of the Board and President may be combined if the Board so determines. All officers shall be elected by the Board from among the directors at the time of their election.

Section 2. <u>Election of Officers</u>. The officers shall be elected to their positions by a majority vote of the directors at the annual meeting of the Board.

Section 3. <u>Vacancies</u>. Whenever any vacancies shall occur in any of the offices of the corporation, such office shall be filled by a majority vote of the directors at any regular or special meeting of the Board, and any officer so designated shall hold office for the remainder of the unexpired term of office.

Section 4. Term of Office.

A. <u>Term</u>. The term of office of each of the officers shall be for a period of one (1) year, or until their successors have been duly elected and qualified.

B. <u>Removal</u>. Any officer may be removed from office at any time with or without cause by a majority vote of the Board.

C. <u>Seating of officers</u>. New officers shall take office at the close of the meeting at which they are elected.

Section 5. <u>Chair of the Board; President; Committees</u>. The offices of Chair of the Board and the President shall be combined and may be referred to herein as "<u>Chair/President</u>." The Chair/President shall preside at all meetings of the Board of Directors and of the members and shall serve as the corporation's official representative to the Board. The Chair/President shall have the authority to certify the actions and resolutions of the Board and shall see that all

resolutions and orders of the Board are carried into effect. The Chair/President shall perform all duties incidental to his or her office and shall perform such other duties and exercise such additional powers as may be prescribed from time to time by the Board. The Chair/President may create and appoint such committees (either standing or special) and committee chairs as he or she may deem necessary or appropriate to assist the corporation in the conduct of its affairs and the accomplishment of its Mission. The Chair/President shall be an ex-officio member of all committees. Subject to the consent and approval of the Board, each committee shall have the power to develop and draft any rules and regulations that may be applicable to the committee's purpose.

Section 6. <u>Vice President</u>. The Vice President, in the absence of the Chair/President, shall exercise all the powers and duties of the Chair/President in the management of the affairs of the corporation and shall, at all other times, have such duties as may be delegated to him or her by the Board of Directors.

Section 7. <u>Secretary</u>. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and the members. These minutes shall be kept in appropriate books. The Secretary shall have charge of the books and records containing the names, alphabetically arranged, of all persons who are members of the corporation, and such other books and papers of the corporation as the Board may direct. The Secretary shall perform all such other duties as are incidental to the office of Secretary and as may be assigned to him or her by the Board.

Section 8. <u>Executive Director</u>. Subject to the supervision and control of the Board of Directors, the Executive Director shall have the power to actively manage the business and affairs of the corporation. The Executive Director shall supervise and manage all employees of the corporation and shall be charged with maintaining and preserving the property of the corporation. The Executive Director shall attend all member and Board meetings and shall give notice of all meetings of the members and the Board as required by these Bylaws. In addition to the foregoing, the Executive Director shall perform the duties normally associated with the office of treasurer of a nonprofit corporation, including directing, within limitations set forth by the Board, the disbursement of all monies and assets of the corporation and establishing and implementing check-signing procedures and related safeguards with respect to the disbursement of the corporation's funds. The Executive Director shall perform such additional duties as may be assigned to him by the Board of Directors.

Section 9. <u>Delegation of Duties and Authority</u>. In the case of the absence of any officer, or for any other reason that the Board may deem sufficient as to any officer, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer(s), or to any director(s).

ARTICLE VI INDEMNIFICATION AND LIMITATION OF LIABILITY

To the extent not otherwise prohibited by the Articles, the corporation shall indemnify and hold harmless any person who was or is party or is threatened to be made party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that the person is or was a director, an officer or the Executive Director of the corporation (collectively "Protected Group") against expenses (including attorneys' fees and costs), judgment, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, provided the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful; provided that in case of actions by or in the right of the corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or intentional misconduct in the performance of his or her duty to the corporation, unless and only to the extent that a proper court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause that his or her conduct was unlawful.

To the extent that a member of the Protected Group has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

This indemnification (unless ordered by the court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made by (a) the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel.

The foregoing indemnification shall not be exclusive of other rights to which any member of the Protected Group may be entitled as a matter of law, and shall inure to the benefit of any member of the Protected Group's heirs and legal representatives.

The corporation may procure insurance on behalf of any member of the Protected Group against any liability asserted against or incurred by the person in any such capacity, or arising out the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the laws of the State of Louisiana.

To the extent that the laws of the State of Louisiana eliminate or otherwise limit the personal liability of the directors or officers of the corporation, then the liability of a director or an officer of the corporation shall be eliminated or limited to the fullest extent permitted by such laws, as amended from time to time.

ARTICLE VII AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board at any regular or special meeting of the Board called for that purpose; provided, however, that no amendment to the Bylaws shall conflict with the Articles; and provided further, however, that a change of the time or place of the election of directors shall be made within thirty (30) days preceding the day on which such election is to be held, and that in the case of any change of such time or place, notice thereof shall be given to the members entitled to vote at least ten (10) days before the election is held. Further, no amendment to these Bylaws may be adopted if the adoption thereof would result in noncompliance with the standard for qualifying under the Group Ruling.

ARTICLE VIII DISSOLUTION

The corporation shall use its funds only to accomplish the general purposes of the corporation as set forth in the Articles and, more specifically, the Mission of the corporation as set forth in these Bylaws. No part of the funds of the corporation shall inure to the benefit of or be distributed to any director, officer, member or other person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered on its behalf and to make payments and distributions in furtherance of the objects and purposes of the corporation. On dissolution of the corporation, any funds remaining shall be distributed in equal proportions among currently active SkillsUSA chartered high schools within the State of Louisiana that qualify as tax-exempt organizations under Code Section 501(c)(3) and to the extent that no such schools exist at the time of dissolution, then to one or more regularly organized and qualified charitable, educational, scientific or literary organizations to be selected by the Board as defined in Code Section 501(c)(3).

ARTICLE IX MISCELLANEOUS

Section 1. <u>Books and Records</u>. The corporation shall keep correct and complete books and records of account and shall keep the minutes of the proceedings of the Board of Directors, any committees of the Board and the members. Copies of the minutes of the Board, any committee meetings and any member meetings shall be distributed regularly to each member of the Board, the relevant committee or the members (as applicable). In accordance with policies established by the Board, the Board may permit the corporation's books and records of account and the proceedings of the Board, any committee and the members to be open for inspection by professional members for purposes reasonably related to the corporation's Mission.

Section 2. <u>Fiscal Year</u>. The fiscal year of the corporation shall be from September 1 to August 31, unless otherwise determined by resolution of the Board of Directors.

Section 3. <u>Loans</u>. The corporation shall make no loans to its directors, officers, Executive Director, members, agents or employees. Unless specifically authorized by resolution of the Board of Directors, no loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name.

Section 4. <u>Checks, Drafts, Etc.</u> All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Executive Director, the Secretary or by such person or persons and in such manner as shall from time to time be designated by resolution of the Board of Directors. All checks, drafts or withdrawals from the account of the corporation in an amount greater than Five Thousand and 0/100 (\$5,000.00) Dollars shall require the signatures of two authorized persons.

Section 5. <u>Deposits</u>. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors shall select.

Section 6. <u>Contracts</u>. The Chair/President shall execute and deliver all contracts, agreements, certificates and/or instruments for and in the name of the corporation, as authorized by the Board of Directors. In the absence of the Chair/President, the Board may authorize the Executive Director or such agent of the corporation as the Board shall designate by resolution to execute and deliver such contracts, agreements, certificates and/or instruments for and in the name of the corporation.

Section 7. <u>Compensation</u>. No director shall be entitled to receive a wage or salary for services as a director; provided, however, that directors shall be entitled to receive a reasonable fee and be reimbursed for the expenses of attending Board meetings. In his or her capacity as an employee of the corporation and in furtherance of its Mission, the Executive Director of the corporation shall be entitled to receive reasonable compensation commensurate with his or her duties and responsibilities as such. To the extent authorized by the Board, directors, officers and the Executive Director shall be entitled to reimbursement for documented expenses incurred on behalf of the corporation in the pursuit of its Mission.

Section 8. <u>Books of Account; Financial Statements</u>. The corporation's books of account shall be audited annually by an audit committee appointed by the Chair/President, such committee being chaired by the Secretary. At such time or times as the Board shall determine, the certified public accountants appointed by the Board Directors shall prepare for the corporation a financial statement, including a statement of assets and liabilities, and a statement of income, expenses and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for educational purposes, and such additional reports or information as may be ordered from time to time by the Board. The accountants also shall prepare such financial data as may be necessary for returns or reports required by state or federal government agencies to be filed by the corporation. Copies of all audits, statements, reports and data delivered by the accountants to the Board shall be made available or furnished to each member of the Board.

Section 9. <u>Parliamentary Matters</u>. The most resent edition of Robert's Rules of Order shall govern all questions of parliamentary procedure and law applicable to meetings of members or directors not otherwise addressed in these Bylaws or by the Nonprofit Corporation Law of the State of Louisiana.

THESE AMENDED AND RESTATED BYLAWS ADOPTED BY UNANIMOUS VOTE OF THE BOARD OF DIRECTORS OF SKILLSUSA LOUISIANA, INC. AT THE ANNUAL MEETING OF THE BOARD HELD ON APRIL 19, 2010 AND ARE MADE EFFECTIVE AS OF APRIL 26, 2010.

Mr. Saucier



VOCATIONAL INDUSTRIAL CLUBS OF AMERICA, INC.

NATIONAL OFFICE

Post Office Box 3000, Leesburg, Virginia 22075/(703) 777-8810

June 5, 1986

Ms. Carol Aghayan Baton Rouge Vo-Tech 3250 N. Acadian Thruway Baton Rouge, LA 70805

Dear Ms. Aghayan:

Enclosed are the materials which you requested showing the tax exempt status and non-profit status of the Vocational Industrial Clubs of America, Inc. to be 501(c)3. You had also requested the Federal I.D. number for the Louisiana Association of the Vocational Industrial Clubs of America which is I.D. #72-6031977.

If you have further questions or require additional information, please do not hesitate to contact me.

Sincerely,

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Elizabeth M. Allison Corporate Treasurer

EMA/ms

enclosures

The National Organization for Students in Trade. Industrial Technical and Hackton

September 14, 2009

Rick Cook Lowe's Companies 12210 River Highlands Drive Saint Amant, LA 70774

Dear Rick:

It is my pleasure to extend an invitation to you to join the Board of Directors of SkillsUSA Louisiana Inc., representing the Lowe's Companies. We appreciate your willingness to make this commitment to our organization. Your selection obligates you to a two-year term ending at the conclusion of the 2011 State Leadership and Skills Conference. You will then be eligible for a second term should you choose to serve. Attached to this letter is the board member's job description, policy on meetings and travel, and a copy of the SkillsUSA Policy book on CD.

The next board meeting will be held in Marksville, Louisiana on December 10, 2009. The meeting will be held at the Paragon, beginning with dinner Friday evening, and it will conclude at 4:00 p.m. on Saturday, December 11. Two weeks prior to the meeting we will mail a reading file that will include the meeting schedule, agenda, and summaries of all issues on the agenda. My office makes travel arrangements for the Board of Directors, unless you prefer making these arrangements from your office. We will coordinate with you on these issues.

With all of these formalities out of the way I would like to personally express my excitement about your participation on the board and look forward to the insights that you will bring as a representative of Lowe's Companies. As you know, we have a distinctive partnership built among business, industry and education and I think this is what makes SkillsUSA a unique and dynamic organization.

Again, we are looking forward to working with you. If you have any questions, please feel free to give me a call.

Sincerely,

Larry Rabalais

Larry Rabalais Executive Director

Enclosures

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PC: Dale Nash Wayne Fruge'

JUN 29 1966



U.S. TREASURY DEPARTMENT INTERNAL REVENUE SERVICE WASHINGTON, D.C. 20224

> T:EP:EO:R:3 RWB

Vocational Industrial Clubs of America, Inc. 1025-15th Street, N.W. Washington, D. C. 20005

Gentlemen:

This refers to the information submitted for use in determing your status and that of your state associations for Federal income tax purposes.

Based upon the information presented it is held that you and your state associations, whose names appear on the list submitted, are exempt from Federal income tax as organizations described in section 501(c)(3) of the Internal Revenue Code of 1954, as it is shown that you and your state associations are organized and operated exclusively for educational purposes. Any questions concerning excise, employment or other Federal taxes should be submitted to your District Director.

You and your exempt state associations are not required to file Federal income tax returns so long as an exempt status is maintained, unless you or any of your state associations are subject to the tax imposed by section 511 of the Code and are required to file Form 990-T for the purpose of reporting unrelated business taxable income. Any changes in the character, purposes or method of operation of your organization or those of any of your state associations should be reported immediately in order that their effect upon the exempt status of the organization may be determined.

You and your exempt state associations are required to file annually, an information return, Form 990-A, with the appropriate District Director after the close of the annual accounting period, unless you have included your exempt state associations in a group return which you have filed.

<u>Contributions made to you and your exempt state associations</u> are deductible by donors as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to or for the use of your or any of your exempt state associations are deductible for Federal estate and gift tax purposes as provided in sections 2055, 2106 and 2522 of the Code. Vocational Industrial Clubs of America, Inc.

Tow and your exampt state associations are not liable for the taxes imposed under the Federal Insurance Contributions Act (social security taxes) unless waiver of examption certificates are, or have been, filed as provided in such Act. Inquiries about the waiver of examption certificates should be addressed to your District Director. You and your exampt state associations are not liable for the tax imposed under the Federal Unemployment Tax Act.

- 2 -

For next year, and for each succeeding year thereafter, please send us the following information, not later than 45 days after the close of each succeeding annual accounting period:

1. Lists showing the names and mailing addresses of your new state associations and the names and addresses of any state associations which have ceased to exist or have changed their names or addresses. The names should be arranged in alphabetical order, if numerically designated only, in numerical order. In lieu of the lists referred to above you may furnish us with a copy of your published directory. Please send us one copy of the list or directory for this office and one copy for each district in which your state associations are located.

2. A statement signed by one of your principal officers stating whether or not the information upon which your original group ruling was based is applicable in all respects to the new state associations.

3. A statement if, at the close of the year, there were no changes in your roster.

4. A statement of any changes in the character, purposes or method of operation of your organization or those of your state associations.

5. Duplicate copies of amendments to charters or bylaws of your organization or those of any of your state associations.

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Vecational Industrial Clubs of America, Inc.

You should advise each of your exampt state associations of the examption and the pertinent provisions of this ruling, including, the liability for filing information or other returns.

- 1 -

The District Directors of Internal Revenue concerned are being advised of this action.

Very traly yours,

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Chief, Rulings Section Exampt Organizations Branch

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THOMAS G. CLAUSEN Superintendent of Education P.O.BOX 94064 Baton Rouge, LA 70804-9064 1-800-272-9872

June 10, 1986

Office of the Secretary of State Corporations Division 7051 Florida Boulevard Baton Rouge, Louisiana 70806

Dear Sirs:

Please find enclosed the Articles of Incorporation for the Louisiana Vocational Industrial Clubs of America, Inc.

This is a non-profit student organization operated exclusively for the educational purposes of students in secondary and postsecondary trade and industrial education programs.

Thank you for your efforts in this matter.

Sincerely,

Elaine Webb, Ed.D. Assistant Superintendent VOCATIONAL EDUCATION

EW:GS:cf

Enclosure

ARTICLES OF INCORPORATION

LOUISIANA VOCATIONAL INDUSTRIAL CLUBS OF AMERICA, INC.

ARTICLE I The official name of this organization shall be "Louisiana Vocational Industrial Clubs of America, Inc."

ARTICLE II Louisiana Vocational Industrial Clubs of America, Inc. will conduct lawful activity under the Louisiana nonprofit corporation law. It is operated exclusively for the educational purposes of students and does in furtherance thereof, without regard to race, color, creed, sex, or national origin, develop leadership abilities and interest in vocational education of full-time students enrolled in public school classes with vocational and industrial objectives, by providing guidance and assistance to students dedicated to the development of abilities and interest through participation in vocational and other educational activities.

> Louisiana Vocational Industrial Clubs of America, Inc. is a nonprofit corporation.

ARTICLE III The Registered Office for Louisiana Vocational Industrial Clubs of America, Inc. shall be the Louisiana State Department of Education, Trade and Industrial Bureau.

> 626 North Fourth Baton Rouge, LA 70804 Phone: (504) 342-3530

ARTICLE IV The registered agent for Louisiana Vocational Industrial Clubs of America, Inc. is Mr. Gerald Saucier, State VICA Director.

> 626 North Fourth Baton Rouge, LA 70804 Phone: (504) 342-3530

Gerald Saucier State Dept. of Education Trade & Industrial Bureau P. O. Box 94064 Baton Rouge, La. 70804

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Susan Dittmer Lincoln Career Center 1429 Ames Boulevard Marrero, La.

James Gamber Baton Rouge Vo-Tech Institute 3250 N. Acadian Thruway Baton Rouge, La. 70805

Chris Strother Caddo Career Center 5950 Union Street Shreveport, La.

Mark Badeau James M. Frazier Vo-Tech Institute 555 Julia Steet Baton Rouge, La. 70802

Larry Rabalais Upper Pointe Coupee High School Bachelor, La.

Tommy Sledge Terrebonne Vo-Tech Center Houma Air Base Sayre Houma, La.

ARTICLE VI

186 Date Incorporator

State Department of Education P. O. Box 94064 Baton Rouge, La. 70804

AFFIDAVIT

I, Gerald Saucier, being first duly sworn on oath, depose and say that each of the above statements is true and correct.

SWORN TO AND SUBSCRIBED before me, this 6th day of func, 1986.

NOTARY PUBLIC



THOMAS G. CLAUSEN Superintendent of Education P.O.BOX 94064 Baton Rouge, LA 70804-9064 1-800-272-9872

June 10, 1986

Office of the Secretary of State Corporations Division 7051 Florida Boulevard Baton Rouge, Louisiana 70806

Dear Sirs:

Please find enclosed the Articles of Incorporation for the Louisiana Vocational Industrial Clubs of America, Inc.

This is a non-profit student organization operated exclusively for the educational purposes of students in secondary and postsecondary trade and industrial education programs.

Thank you for your efforts in this matter.

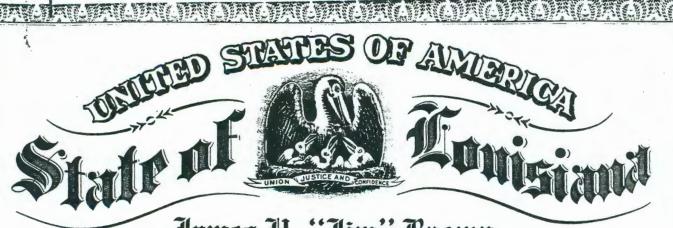
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Sincerely,

Elaine Webb, Ed.D. Assistant Superintendent VOCATIONAL EDUCATION

EW:GS:cf

Enclosure



James H. "Jim" Brown secretary of state

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Incorporation of

LOUISIANA VOCATIONAL INDUSTRIAL CLUBS OF AMERICA, INC.

Domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge,

A corporation organized under the provisions of R.S. 1950, Title 12, Chapter 2, as amended,

By Act executed on June 6, 1986, and acknowledged on June 6, 1986, the date when corporate existence began,

Was filed and recorded in this Office on June 12, 1986, in the Record of Non-Profit Corporations Book 342,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R. S. 1950, Title 12, Chapter 2, as amended.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,





A MARCENA CARA

Vocational II	adustrial Clubs of America
626 North 4 Baton Rouge	BALAIS stsecondary VICA Director th Street • P. O. Box 94064 A. LA 70804-9064 Stat • FAX (504) 342-7856 MENORANDUM MENORANDUM
TO:	Legislative Auditors
FROM:	Larry Rabalais, Louisiana Postsecondary R DRAFT
DATE:	November 18, 1993
SUBJECT:	Vocational Student Organization Account

Gentlemen:

Louisiana VICA, Inc. maintains two divisions, secondary and postsecondary. Both have two (2) signature checks. LA VICA, Inc. has a board of directors who meet at regular meetings with the dully elected officers and records all minutes to their meetings. In addition LA VICA, Inc. has two singular executive councils, secondary and postsecondary. Also LA VICA, Inc. has a joint executive council who is made up of one member from each VICA chapter i.e. (stockholders) in Louisiana.

Enclosed for your information and request is LA Postsecondary VICA, Inc. most recent IRS Form 990 - Group Return to National VICA, Inc., dated October 1, 1993 along with pertinent documents which reflect current banking and balance sheet. I hope this information is helpful for your use.

As I am certain your office is aware that as a legally chartered non profit 501(c) 3 corporation as certified by the LA Secretary of State that LA VICA, Inc. can and will conduct lawful activity under the Louisiana nonprofit corporation law. All funds derived as revenue are non state funded monies. Revenues are obtained in the form of membership dues and pin & T-Shirt sales, registration fees and travel scholarship grants. Again these funds are derived from the membership, by the membership for the use of the LA VICA, Inc.

Louisiana VICA, Inc. is operated exclusively for the educational purposes of students and does in furtherance thereof, without regard to race, color, creed, sex, or national origin, develop leadership abilities and interest in vocational education of full-time students enrolled in public school, or technical institutes, community colleges, proprietary schools, and universities. Guidance and assistance is provided to students dedicated to the development of abilities and interest through participation in vocational and other educational activities for students who are enrolled in vocational and industrial, trade, technical and health occupations.

Therefor as a corporation, all minutes of the board of directors, and corporate books are open at any time during normal business hours for inspection by local, state, and federal agencies. All records are kept to the highest standards possible. Included is the operating procedures and constitution for Louisiana VICA, Inc. Joint Executive Council. It may be advisable to look at Article IV Duties of the officers (c) Treasurer, and Section X Sub-Committees, Section (c) Audit Committee.

In all due respect, please inform me of your findings as to your survey of funding of Louisiana VICA, Inc.

LOUISIANA VICA, INC. Non-Profit Education Corporation From: Larry Rabalais To: cBuck Subject: Louisiana VICA, Inc. Resolution

The resolution: The Secondary division of Louisiana VICA, Inc. in this specially called meeting at LA Skills USA Championships, Friday March 27, 1998, 10:30am resolves to change the physical address to 846 Saizons and mailing address is P.O. Box 69, Port Barre, LA 70577; along with a change of banking institutions from Baton Rouge Bank to St. Landry Bank. All officers waived the right for formal notice of the meeting. The meeting being called to order by the president, Brenda Blackman, in attendance Gin. Sult tres., Jim Gamber v.p., Carmen Gallian pal., and Larry Rabalais Exec. Director. Having a quorum, the Motion was made by Wayne Fruge and Seconded by Donna Boudreaux, that the (above mentioned)(insert) become effective by July 1,1998, or sooner. The purpose of the changes has been precipitated by the fact that the Department of Education does not want any VSO financial management occurring in its scope of operation, furthermore requested that the financial be conducted outside of the Department of Education. In the matter, we the Louisiana Postsecondary VICA, Inc. Executive Council resolves that this change will improve the effectiveness of services provided to the professional membership, its teachers/ administrators, and its customers the students. Ms. Blackman called for the question, having none, the vote was taken. All were in favor on a numinous vote of approval.

TECHNICAL COLLEGE SYSTEM OFFICE

RECEIVED

OCT 2 8 1998

There being no further business to come before the meeting, a motion was made and duely seconded that the meeting be adjourned at 11:00am.

Resolution

The Postsecondary division of the Louisiana Vocational Industrial Clubs of America (VICA), Inc., called a special meeting at LA Skills USA Championships, Friday, March 27, 1998, at 10:30 a.m. This resolution was made in order to change the physical corporate location of the Louisiana Vocational Industrial Clubs from the Louisiana Department of Education, Baton Rouge, Louisiana to Junction 417 & 418, Innis, Louisiana; and to change the mailing address from PO Box 94064, Baton Rouge, Louisiana 70804-9064, to Skills USA Louisiana VICA, Inc., P.O. Box 949, Innis, LA 70747. In addition to the change in the address, a change of banking institutions is also to be made from Hibernia Bank to Regions Bank.

All officers waived the right for formal notice of the meeting. The meeting being called to order by the president, Brenda T. Blackman and in attendance were Jim Gamber, Vice President; Ginger Sult, Treasurer; Carmen Gallian, Parliamentarian; and Larry Rabalais, Executive Director. Having a quorum, the motion was made by Ginger Sult and seconded by Jim Gamber, that the above mentioned change of corporate location, address and banking services become effective by July 1, 1998, or sooner.

In this matter, we the Louisiana Postsecondary VICA, Inc., Executive Council resolves that this change will improve the effectiveness of services provided to the Professional Membership, its teachers/administrators, and its customers, the students. Ms. Blackman called for the question; having none, the vote was taken. All were in favor on unanimous vote of approval.

-1-

There was no further business to come before the meeting; therefore, the meeting was adjourned.

Dated and this 21st day of April, 1998 Since Brenda T. Blackman, President President im Gamber, Vi Ginger Treasurer Secretary/ alle non iamentarian Carmen Parl lian, an and Larry Raboldis, Executive Director



LARRY J. RABALAIS Louisiana Postsecondary VICA Director 626 North 4th Street • P. O. Box 94064 Baton Rouge, LA 70804-9064 (504) 342-3545 • FAX (504) 342-3998

June 11, 1998

Mr. Steve Denby, Executive Director Vocational Industrial Clubs of America P.O. Box 3000 Leesburg, Virginia 22075

Dear Mr. Denby:

After careful study and deliberation the Louisiana VICA, Inc. Executive Council has made the following changes for its registered corporate office address: Jct. 417 & 418 Innis, LA and the mailing address to: Skills USA Louisiana VICA, Inc. P.O. Box 949, Innis, LA 70747. This change will be reflected on the Domestic Corporation report. In addition also the banking institutions have been changed. The effective date for these changes is July 1, 1998.

These changes will improve the effectiveness of services provided to the Professional membership, its teachers/administrators, and its customers the students. Secondly, the Louisiana Technical College System may be moved from the Department of Education this November. (See attachment)

All items such as billing, invoicing, receipts for dues, etc. should be sent to the above address. All other VICA correspondence should continue to be sent to: Louisiana Technical College System, State Department of Education, P.O. Box 94064, Baton Rouge, LA 70804-9064.

Attached for your information is the article from the Chronicle of Higher Education on Louisiana's plans. Should you have any questions please let me know.

Sincerely

Larry Rabala's, Louisiana Postsecondary VICA Director

Enclosures

LOUISIANA VICA, INC. Non-Profit Educational Corporation Internet: http://www.doe.state.la.us E-Mail: LRABALAIS@mail.doe.state.la.us

VICA P. O. Box 3000 • Leesburg, VA 22075 (703) 777-8810 • FAX (703) 777-8999 Internet: http://www.vica.org E-Mail: anyinfo@vica.org

W. FOX MCKEITHEN SECRETARY OF STATE

> HELEN J. CUMBO ADMINISTRATOR

STATE OF LOUISIANA SECRETARY OF STATE



Corporations (225) 925-4704 Administrative Services (225) 922-0425 FAX (225) 925-4726 (225) 925-4410 FAX-On-Demand (225) 922-2044 Uniform Commercial Code (225) 342-5542 FAX (225) 342-7011 34211197N 34836446

September 9, 1999

Skills USA P O Box 949 Innis, LA 70747

Dear Sir/Madam:

Re: LOUISIANA SKILLS USA - VICA, INC.

It has been a pleasure to approve and place on file your amendment. The appropriate evidence is attached for your files, and the original has been placed on file in this office.

Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Cumbogg

Helen J. Cumbo

TRO



James H. "Jim" Brown secretary of state

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Incorporation of

LOUISIANA VOCATIONAL INDUSTRIAL CLUBS OF AMERICA, INC.

Domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge,

A corporation organized under the provisions of R.S. 1950, Title 12, Chapter 2, as amended,

By Act executed on June 6, 1986, and acknowledged on June 6, 1986, the date when corporate existence began,

Was filed and recorded in this Office on June 12, 1986, in the Record of Non-Profit Corporations Book 342,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R. S. 1950, Title 12, Chapter 2, as amended.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

Lune 12, 14 am Secretary of State





SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of an Amendment to the Articles of Incorporation of

LOUISIANA VOCATIONAL INDUSTRIAL CLUBS OF AMERICA, INC.

Domiciled at INNIS, LOUISIANA, changing the corporate name to

LOUISIANA SKILLS USA - VICA, INC.

Was filed and recorded in this Office on September 9, 1999.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

9, 1999 eptember

TRO 34211197N 34836446 Secretary of State





Larry J. Rabalais, Director Louisiana SkillsUSA-VICA, Inc. 822 Neosho Avenue Baton Rouge, LA 70802

Email: Lrabalais@LCTCS.state.la.us Phone: 225-219-8786 Fax: 225-219-8780

February 4, 2004

W. Fox McKeithen Secretary of State Commercial Division P.O. Box 94125 Baton Rouge, LA 70804

Ladies and Gentlemen:

RE: LOUISIANA SKILLS USA - VICA, INC.

Please find attached the articles of amendment to the articles of incorporation of Louisiana SkillsUSA-VICA, Inc.

In order to better serve the membership of our organization in this state and nationally, the name has been changed in the annual meeting of the Board of Directors held on January 8, 2004.

The new name of the corporation shall be SkillsUSA Louisiana, Inc.

Our check in the amount of \$60.00 along with copies of the previous charter are attached. Please let me know if you have any questions, at 225-219-0289. If you need additional information, again let me know, and I thank you in advance.

Sincerely,

Larry Rabalas, Director

Return Address:

SkillsUSA Louisiana, Inc. P.O. Box 949 Innis, Louisiana 70747



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF LOUISIANA SKILLSUSA-VICA, INC.

TO: Louisiana Secretary of State

THE UNDERSIGNED, pursuant to the Louisiana Nonprofit Corporation State Laws, Statutes, Rules, Civil Codes, hereby adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is LOUISIANA SKILLS USA-VICA, INC.

<u>SECOND:</u> The following amendment to the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the Louisiana Nonprofit Corporation State Statutes, Rules, Laws:

Article I. of the Articles of Incorporation shall be amended to read:

The name of the corporation shall be Skills USA Louisiana, Inc.

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on January 8, 2004, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Date: January 15, 2004

LOUISIANA SKILLS USA-VICA, INC.

Debbie Acuff, Presiden Larry Rabalais, Director

Attest: (

W. Fox McKeithen

Cynthia Williams, Secretary

Thus done and signed this 1/2 day of January, 2004, in Baton Rouge, LA

Brenda Blackman, Director

Secretary of State Commercial Division P.O. Box 94125 Baton Rouge, LA 70804-9125

Notary Public

COMMERCIAL DIVISION

STATE OF LOUISIANA SECRETARY OF STATE

W. FOX MCKEITHEN SECRETARY OF STATE

> HELEN J. CUMBO ADMINISTRATOR



February 6, 2004

Skills USA Louisiana, Inc. P.O. Box 949 Innis, La 70747

Dear Sir/Madam

SKILLS USA LOUISIANA, INC.

It has been a pleasure to approve and place on file your amendment. The appropriate evidence is attached for your files, and the original has been placed on file in this office.

Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Helen & Cumbo

Helen J. Cumbo

SKA

SS301 Rev. 09/00

Corporations (225) 925-4704 Fax (225) 922-0435

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Uniform Commercial Code (225) 342-5542 Fax (225) 342-7011

Administrative Services

(225) 925-4704

Fax (225) 925-4726



Hox McKeithen secretary of state

As Secretary of State, of the State of Louisiana, I do hereby Certify that a copy of an Amendment to the Articles of Incorporation of

LOUISIANA SKILLS USA - VICA, INC.

Domiciled at INNIS, LOUISIANA, changing the corporate name to

SKILLS USA LOUISIANA, INC.

Was filed and recorded in this Office on February 6, 2004.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on, February 6, 2004

SKA 34211197N

Secretary of State



STATE OF LOUISIANA Office of the Secretary of State

I hereby certify that this is a true and correct

Date: **FFR**

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF LOUISIANA SKILLSUSA-VICA, INC.

as taken from the original on file in this offi Fox McKeithen Secretary of State

NR

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TO: Louisiana Secretary of State

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Date: January 15, 2004

LOUISIANA SKILLS USA-VICA, INC.

Bv Debbie Acuff Presiden Bv: Larry Rabalais. Director

Attest: Un

Cynthia Williams, Secretary

W. Fox McKeithen Secretary of State Commercial Division P.O. Box 94125 Baton Rouge, LA 70804-9125

January, 2004, in Baton Rouge, LA

Thus done and signed this 12 day of

Brenda Blackman, Director

Notary Public